

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.¹) Case No. 01-1139 (JKF)
Debtors.) Jointly Administered

**EIGHTH MONTHLY APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM NOVEMBER 1, 2001 THROUGH NOVEMBER 30, 2001**

Name of Applicant: Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: May 3, 2001

Period for which Compensation and Reimbursement is Sought: November 1, 2001 through November 30, 2001.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$39,991.50.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$22,398.11.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: xx monthly _ interim _ final application.

The total time expended for preparation of this fee application is approximately 3.00 hours and the corresponding compensation requested is approximately \$850.00.²

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/10/01	4/2/01-4/30/01	\$62,472.75	\$23,277.13	\$62,472.75	\$23,277.13
08/09/01	5/1/01-5/31/01	\$29,929.00	\$15,670.64	\$29,929.00	\$15,670.64
09/07/01	6/1/01-6/30/01	\$30,195.50	\$37,763.45	\$30,195.50	\$37,763.45
09/11/01	7/1/01-7/31/01	\$17,040.50	\$20,323.76	\$17,040.50	\$20,323.76
10/31/01	8/1/01-8/31/01	\$9,407.50	\$20,486.61	\$9,407.50	\$20,486.61
11/13/01	9/1/01-9/30/01	\$13,158.00	\$10,035.46	\$13,158.00	\$10,035.46
11/27/01	10/1/01-10/31/01	\$13,420.75	\$8,922.92	\$13,420.75	\$8,922.92

² The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZY&J's subsequent fee applications.

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$550.00	5.30	\$ 2,915.00
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$330.00	10.90	\$ 3,597.00
Michael R. Seidl	Associate 2000 ; Member of DE Bar since 2000; Member of DC Bar since 1996	\$305.00	.50	\$ 152.00
David W. Carickhoff	Associate 2001; Member of DE Bar since 1998	\$280.00	49.20	\$13,776.00
Rachel S. Lowy	Associate 2000 ; Member of DE Bar since 1998	\$260.00	2.40	\$ 624.00
Peter J. Duhig	Associate 2000; Member of DE Bar since 2001	\$225.00	.10	\$ 22.50
Laurie A. Gilbert	Paralegal since 1983	\$125.00	2.80	\$ 350.00
Patricia E. Cuniff	Paralegal since 1998	\$110.00	143.10	\$15,741.00
Timothy M. O'Brien	Paralegal since 1998	\$105.00	.50	\$ 52.50
Helen D. Martin	Case Management Assistant 2000	\$ 60.00	3.60	\$ 216.00
Rita M. Olivere	Case Management Assistant 2000	\$ 55.00	4.30	\$ 236.50
Donna C. Crossan	Case Management Assistant 2000	\$ 55.00	22.30	\$ 1,226.50
Violet E. Mobley	Case Management Assistant 2000	\$ 50.00	5.50	\$ 275.00
April M. Tabor	Case Management Assistant 2001	\$ 50.00	1.40	\$ 70.00
Sheryle L. Pitman	Case Management Assistant 2001	\$ 50.00	13.30	\$ 665.00

³ Some professional time that was spent during the Interim Period will be reflected in a subsequent application and some professional time that was spent during the previous Interim Period is reflected in this Application.

Jason M. Griffith	Case Management Assistant 2001	\$ 40.00	.50	\$ 20.00
Christina M. Shaeffer	Case Management Assistant 2001	\$ 40.00	1.30	\$ 52.00

Blended Rate: \$149.78

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Bankruptcy Litigation	10.60	\$ 2,281.00
Case Administration	157.05	\$18,182.50
Claims Administration/Objections	22.90	\$ 5,870.50
Compensation of Professionals	55.00	\$ 9,672.50
Employee Benefit/Pension	.90	\$ 252.00
Executory Contracts	3.60	\$ 601.00
Financial Filings	5.50	\$ 693.00
Litigation (Non-Bankruptcy)	.80	\$ 264.00
Operations	.80	\$ 118.00
Plan & Disclosure Statement	.80	\$ 88.00
Retention of Professionals	2.70	\$ 518.00
Stay Litigation	6.30	\$ 1,451.00
TOTAL		\$39,991.50

EXPENSE SUMMARY

Expense Category	Service Provider ⁴ (If Applicable)	Total Expenses
Facsimile (\$1.00/page)		\$ 1,165.00
Reproduction (@\$.15 per page)		\$13,914.00
Express Mail	Federal Express/DHL	\$ 2,490.49
Postage		\$ 385.63
Travel Expense	Eagle	\$ 64.40
Transcript	Wilcox & Fetzer	\$ 95.50
Working Meals	Greener	\$ 358.56
Delivery/Courier Services	Parcels	\$ 3,020.76
Legal Research	Westlaw	\$ 282.80
Overtime		\$ 620.97
TOTAL		\$22,398.11

⁴ PSZY&J may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
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W. R. GRACE & CO., et al.¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

**EIGHTH MONTHLY APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM NOVEMBER 1, 2001 THROUGH NOVEMBER 30, 2001**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (the "Administrative Order"), Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J") hereby files this Eighth Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Aricon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace Jvh, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period from November 1, 2001 through November 30, 2001 (the "Application"). By this Application PSZY&J seeks a monthly interim allowance of compensation in the amount of \$39,991.50 and reimbursement of actual and necessary expenses in the amount of \$22,398.11 for a total of \$62,389.61 for the period November 1, 2001 through November 30, 2001 (the "Interim Period"). In support of this Application, PSZY&J respectfully represents as follows:

Background

1. On April 2, 2001, each of the Debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the following committees: Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, Official Committee of Asbestos Property Damage Claimants, and the Official Committee of Equity Security Holders (collectively, the "Committees"). No trustee has been appointed in Debtors' chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On April 2, 2001, the Court entered its order that Debtors' chapter 11 cases be consolidated for procedural purposes only and administered jointly.

4. By this Court's order dated May 3, 2001, Debtors were authorized to retain PSZY&J as their counsel, effective as of April 2, 2001, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZY&J at PSZY&J's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On May 3, 2001, the Court entered its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

Compensation Paid and Its Source

6. All Services for which PSZY&J requests compensation were performed for or on behalf of Debtors.

7. Except for the amounts paid to PSZY&J pursuant to previously approved monthly interim applications for compensation and reimbursement, if any, or a retainer, PSZY&J

has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZY&J and any other person other than the shareholders of PSZY&J for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

8. The fee statement for the Interim Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period.² To the best of PSZY&J's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Administrative Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZY&J's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZY&J is particularly sensitive to issues of "lumping," and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZY&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZY&J has reduced its charges related to any non-working "travel time" to

²However, some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

50% of PSZY&J's standard hourly rate. To the extent it is feasible, PSZY&J attempts to work during travel.

Actual and Necessary Expenses

9. A summary of actual and necessary expenses incurred by PSZY&J for the Interim Period is attached hereto as part of Exhibit A. PSZY&J customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZY&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZY&J summarizes each client's photocopying charges on a daily basis.

10. PSZY&J charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZY&J's calculation of the actual costs incurred by PSZY&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZY&J does not charge fax receipts to Debtors in these cases.

11. Regarding Providers of on-line legal research (e.g., LEXIS and WESTLAW), PSZY&J charges the standard usage rates these providers charge for computerized legal research. PSZY&J bills its clients the actual cash charged by such services, with no premium. Any volume discount received by PSZY&J is passed on to the client.

12. PSZY&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZY&J believes that such charges are

in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The shareholders and associates of PSZY&J who have rendered professional services in these cases for which PSZY&J seeks compensation are as follows: Laura Davis Jones, Hamid R. Rafatjoo, David W. Carickhoff, Michael R. Seidl, Rachel S. Lowy and Peter J. Duhig. The paraprofessionals of PSZY&J who provided services to these attorneys in these cases are paralegals Laurie A. Gilbert, Patricia E. Cuniff, and Timothy M. O'Brien. The case management assistants are Helen Martin, Rita M. Olivere, Donna Crossan, Violet E. Mobley, Sheryle L. Pitman, April M. Tabor, Jason M. Griffith and Christina M. Shaeffer. PSZY&J, by and through the above-named persons, has prepared and assisted in the preparation of various pending orders submitted to the Court for consideration, advised Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below.

Summary of Services by Project

The services rendered by PSZY&J during the Interim Period can be grouped into the categories set forth below. PSZY&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed

identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Bankruptcy Litigation

This category relates to services provided in connection with litigation issues relating to Debtors' bankruptcy cases. In that regard, during the Interim Period, PSZY&J, among other things, (1) reviewed and analyzed certain procedural and discovery related issues regarding pending adversary proceedings; (2) reviewed and analyze a motion to dismiss Debtors' cases; and (3) filed and served Debtors' objection to a motion for a protective order.

Fees: \$2,281.00; Total hours: 10.60

B. Case Administration

Time billed to this category relates to administrative matters. In that regard, during the Interim Period, PSZY&J, among other things: (1) communicated with various parties interested in these cases and addressed issues regarding same; (2) maintained a current document system and maintained and circulated memoranda setting forth the critical dates and deadlines in Debtors' cases; (3) assisted in coordinating the efforts of Debtors' various professionals to avoid duplication of efforts; (4) drafted and filed motions to admit professionals pro hac vice; (5) reviewed, analyzed and addressed issues regarding the transfer of Debtors' cases to Judge

Wolin; (6) prepared and filed the notice of agenda for Debtors' omnibus hearing; and (7) prepared for and attended the omnibus hearing.

Fees: \$18,182.50; Total hours: 157.10

C. Claims Administration/Objections

This category relates to services provided in connection with claims administration and claims objections issues. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues regarding Debtors' case management motion and, in connection therewith, addressed discovery issues related thereto and attended a hearing thereon; and (2) communicated with Debtors' creditors regarding the bar date and the filing of proofs of claim.

Fees: \$5,870.50; Total hours: 22.90

D. Compensation of Professionals

This category relates to services provided in connection with issues related to compensation of professionals. During the Interim Period, PSZY&J, among other things: (1) finalized and filed PSZY&J's sixth fee application and addressed issues regarding the filing of same; (2) drafted, reviewed and revised PSZY&J's seventh fee application; (3) finalized and filed PSZY&J's first quarterly fee application; and (4) reviewed, analyzed and addressed issues regarding the filing and service of the fee applications of Debtors' other professionals.

Fees: \$9,672.50; Total hours: 55.00

E. Employee Benefits

This category relates to services provided in connection with issues relating to employee benefits. In that regard, during the Interim Period, PSZY&J addressed issues relating to a motion for certain employee benefits and attended a hearing thereon.

Fees: \$252.00; Total hours: .90

F. Executory Contracts

This category relates to services provided in connection with issues related to Debtors' executory contracts. During the Interim Period, PSZY&J, among other things, (1) prepared and filed Debtors' motion to sell and assign a prime lease; and (2) prepared and filed Debtors' motion to assume and assign a real property lease.

Fees: \$601.00; Total hours: 3.60

G. Financial Filings

This category relates to services provided in connection with Debtors' schedules of assets and liabilities and statement of financial affairs (collectively, the "Schedules") and monthly operating reports. During the Interim Period, PSZY&J, among other things, (1) reviewed and analyzed Debtors' monthly operating reports and addressed issues relating to the filing of the same; (2) filed and served supplemental Schedules; and (3) finalized and filed Debtors' response to a motion to compel the filing of supplements to the Schedules.

Fees: \$693.00; Total hours: 5.50

H. Litigation (non-bankruptcy)

This category relates to services provided in connection with certain non-bankruptcy related litigation. During the Interim Period, PSZY&J addressed issues regarding the filing of a declaration relating to Debtors' pending asbestos litigation.

Fees: \$264.00; Total hours: .80

I. Operations

This category relates to services provided in connection with Debtors' business operations. During the Interim Period, PSZY&J addressed issues relating to Debtors' motion for an order clarifying the Court's order authorizing Debtors to honor their prepetition customer practices.

Fees: \$118.00; Total hours: .80

J. Plan/Disclosure Statement

This category relates to services provided relating to plan and disclosure statements issues. During the Interim Period, PSZY&J prepared for filing and filed Debtors' motion to extend the exclusivity period.

Fees: \$88.00; Total hours: .80

K. Retention of Professionals

This category relates to services provided in connection with obtaining approval of various professionals' employment. During the Interim Period, PSZY&J, among other things: (1) filed and served the application to employ Steptoe & Johnson LLP as special tax counsel;

(2) reviewed and revised the objection to the retention of Professor Warren as an expert; and
 (3) filed the supplemental affidavit of James H.M. Sprayregen regarding the retention of Kirkland & Ellis.

Fees: \$518.00; Total hours: 2.70

L. Stay Litigation

Time listed in this category relates to services provided to Debtors in connection with automatic stay issues. During the Interim Period, PSZY&J, among other things:
 (1) finalized the stipulation for relief from stay with Honeywell International Inc.; (2) filed and served stipulation for order resolving the motion of Gelco Corporation for relief from stay; and
 (3) filed and served Debtors' opposition to a motion for relief from stay.

Fees: \$1,451.00; Total Hours: 6.30

Valuation of Services

Attorneys and paraprofessionals of PSZY&J expended a total of 267.00 hours in connection with these cases during the Interim Period, as follows:

Name of Professional Individual	Hourly Billing Rate	Total Hours Billed	Total Compensation
Laura Davis Jones	\$550.00	5.30	\$ 2,915.00
Hamid R. Rafatjoo	\$330.00	10.90	\$ 3,597.00
Michael R. Seidl	\$305.00	.50	\$ 152.00
David W. Carickhoff	\$280.00	49.20	\$13,776.00
Rachel S. Lowy	\$260.00	2.40	\$ 624.00
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Laurie A. Gilbert	\$125.00	2.80	\$ 350.00
Patricia E. Cuniff	\$110.00	143.10	\$15,741.00
Timothy M. O'Brien	\$105.00	.50	\$ 52.50
Helen D. Martin	\$ 60.00	3.60	\$ 216.00
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Donna C. Crossan	\$ 55.00	22.30	\$ 1,226.50
Violet e. Mobley	\$ 50.00	5.50	\$ 275.00
April M. Tabor	\$ 50.00	1.40	\$ 70.00

Name of Professional Individual	Hourly Billing Rate	Total Hours Billed	Total Compensation
Sheryle L. Pitman	\$ 50.00	13.30	\$ 665.00
Jason M. Griffith	\$ 40.00	.50	\$ 20.00
Christina M. Shaeffer	\$ 40.00	1.30	\$ 52.00

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto.

These are PSZY&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZY&J to Debtors during the Interim Period is \$39,991.50.

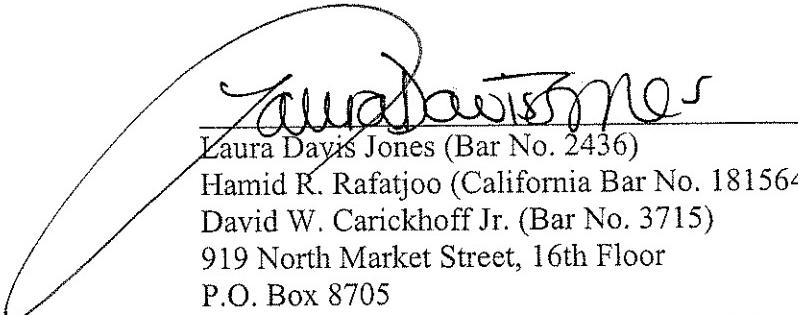
In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZY&J is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, PSZY&J has reviewed the requirements of the Delaware Local Rules and believes that this Application complies with such Rules.

WHEREFORE, PSZY&J respectfully requests that the Court approve, for the period November 1, 2001, through November 30, 2001, an allowance be made to PSZY&J in the sum of \$39,991.50 as compensation for necessary professional services rendered, and the sum of \$22,398.11 for reimbursement of actual necessary costs and expenses, for a total of \$62,389.61,

that such sums be authorized for payment pursuant to the Administrative Order; and provide PSZY&J such other and further relief as this Court may deem just and proper.

Dated: January 22, 2002

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.


Laura Davis Jones (Bar No. 2436)
Hamid R. Rafatjoo (California Bar No. 181564)
David W. Carickhoff Jr. (Bar No. 3715)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

VERIFICATION

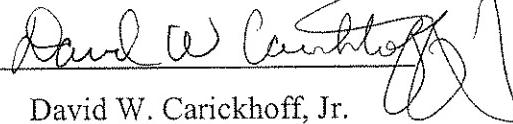
STATE OF DELAWARE :

:

COUNTY OF NEW CASTLE :

David W. Carickhoff, Jr., after being duly sworn according to law, deposes and says:

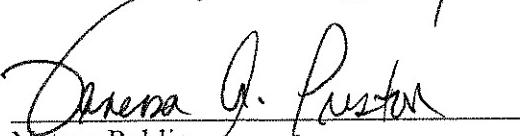
- a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young & Jones P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZY&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



David W. Carickhoff, Jr.

SWORN AND SUBSCRIBED

before me this 27th day of July, 2002.



Debra G. Foster

Notary Public

My Commission Expires: 03-21-02

EXHIBIT A

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

10100 Santa Monica Boulevard
11th Floor
Los Angeles, CA 90067

November 30, 2001

Invoice Number **50001** **91100 00001** **HRR**

David B. Siegel, Esquire
W.R. Grace and Co.
7500 Grace Drive
Columbia , MD 21044

Balance forward as of last invoice, dated: October 31, 2001	\$137,405.95
Payments received since last invoice, last payment received -- December 28, 2001	\$82,530.63
Net balance forward	\$54,875.32

Re: W.R. Grace and Co.

Statement of Professional Services Rendered Through			11/30/2001		
			Hours	Rate	Amount
BANKRUPTCY LITIGATION [L430]					
09/13/01	PEC	File and serve Notice of Stipulation and Agreement Between the Debtors and AON Consulting, Inc. (.4); Draft Certificate of Service (.1)	0.50	110.00	\$55.00
09/13/01	PEC	File and serve Debtors' Opposition to the Smokers' Motion for Relief from Automatic Stay (.5) Draft Certificate of Service (.1)	0.60	110.00	\$66.00
09/14/01	PEC	File and Serve Response of Debtors to Honeywell International, Inc.'s Motion for the Entry of an Order Granting Relieif from the Automatic Stay (1.3) Draft Certificate of Service (.2)	1.50	110.00	\$165.00
09/17/01	PEC	Draft Agenda Notice for 9/20 Hearing.	1.50	110.00	\$165.00
11/02/01	DWC	Teleconference with M. Zaleski re: Fraudlulent Transfer Motion and scheduling thereof.	0.20	280.00	\$56.00
11/07/01	LDJ	Conference with David Carickhoff, Esquire re: pending litigation issues, strategy	0.30	550.00	\$165.00
11/12/01	PEC	File and serve Notice of Deposition of Francine F. Rabinovitz, W.D. Hilton, Jr., and Todd B. Hilsee (.30); and draft Certificate of Service (.20).	0.50	110.00	\$55.00
11/12/01	PEC	File and serve Notice of Deposition of Daniel L. Rourke, Ph.D. (.30); and Draft Certificate of Service (.20).	0.50	110.00	\$55.00
11/12/01	RSL	Telephone call from Jan Baer re: notice of deposition	0.10	260.00	\$26.00
11/12/01	RSL	Receive copy of notice of deposition and revise, prepare to file and serve	0.20	260.00	\$52.00
11/14/01	RSL	Telephone call from Joyce Winner re: stipulation for Judge to sign	0.10	260.00	\$26.00
11/14/01	RSL	E-mail from Jan Baer re: despoitions on 11/20 (.1), schedule conference rooms and call Wilcox & Fetzer for court reporter (.2)	0.30	260.00	\$78.00

11/14/01	LDJ	Conference with david Carickhoff, Esquire re: 11/21 hearing on case management motion	0.20	550.00	\$110.00
11/14/01	LDJ	Review Motion for Protective Order filed by Asbestos Committee	0.20	550.00	\$110.00
11/15/01	LDJ	Review and finalize objection to Asbestos Property damage claimants for Protective Order.	0.30	550.00	\$165.00
11/15/01	PEC	Draft No Order Required Certification of No Objection for Settlement Claims Notice (.70); and draft Affidavit of Service, file and serve (.60).	1.30	110.00	\$143.00
11/15/01	PEC	File and serve Objection to Motion of the Official Committee of Asbestos Property Damage Claimants for a Protective Order (.30); and draft Affidavit of Service (.30).	0.60	110.00	\$66.00
11/16/01	LDJ	Review Motion and Memo re: Zonolite Attic Insulation Class Plaintiffs Motion to dismiss case.	0.80	550.00	\$440.00
11/19/01	RSL	Conference with DWC re: deposition scheduled for 11/20 and court reporter	0.10	260.00	\$26.00
11/20/01	RSL	Conference with DWC re: deposition and phone call from jan Baer re: despoition	0.10	260.00	\$26.00
11/24/01	HRR	Review and analyze motion to dismiss.	0.70	330.00	\$231.00

Task Code Total	10.60	\$2,281.00
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CASE ADMINISTRATION [B110]

08/07/01	PEC	Review docket for updates.	0.80	110.00	\$88.00
08/07/01	PEC	Review daily correspondence and pleading and forward to the appropriate individuals.	1.10	110.00	\$121.00
08/10/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.10	110.00	\$121.00
08/13/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
08/13/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
08/13/01	PEC	Return calls to various potential creditors.	1.10	110.00	\$121.00
08/14/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
08/15/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
08/15/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.30	110.00	\$143.00
08/15/01	PEC	Return calls to various potential creditors.	0.80	110.00	\$88.00
08/16/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
08/17/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.30	110.00	\$143.00
08/20/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.10	110.00	\$121.00
08/21/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
08/21/01	PEC	Update critical dates.	0.50	110.00	\$55.00
08/21/01	PEC	Return calls to various potential creditors.	1.10	110.00	\$121.00
08/21/01	PEC	Review 2002 and revise.	0.60	110.00	\$66.00
08/22/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.50	110.00	\$165.00
08/22/01	PEC	Return calls to potential creditors.	0.80	110.00	\$88.00
08/23/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.70	110.00	\$77.00
08/24/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00

08/27/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
08/28/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.30	110.00	\$143.00
08/29/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.30	110.00	\$143.00
08/30/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.50	110.00	\$165.00
08/30/01	PEC	Update critical dates memo.	0.80	110.00	\$88.00
08/31/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
08/31/01	PEC	Review docket and critical dates memo (1.30); and Begin drafting Agenda Notice for 9/7/01 Hearing (1.20).	2.50	110.00	\$275.00
09/04/01	SLP	Prepare hearing notebook.	6.30	50.00	\$315.00
09/04/01	PEC	Draft Agenda Notice for 9/7/01 Agenda Notice.	2.30	110.00	\$253.00
09/04/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
09/05/01	SLP	Prepare hearing notebook.	0.70	50.00	\$35.00
09/05/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/05/01	PEC	Draft service list for 9/7/01 Agenda Notice (.8). File and serve Agenda (.5)	1.30	110.00	\$143.00
09/06/01	PEC	Amend Agenda Notice for 9/7/01 hearing (.5); File and serve agenda (.6)	1.10	110.00	\$121.00
09/06/01	PEC	Return calls to creditors regarding bar date.	0.60	110.00	\$66.00
09/06/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/06/01	PEC	Update critical dates memo.	0.50	110.00	\$55.00
09/07/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/07/01	PEC	Update critical dates.	0.40	110.00	\$44.00
09/07/01	PEC	Return calls to creditors regarding bar date and case status	1.10	110.00	\$121.00
09/07/01	PEC	Review docket for updates.	0.40	110.00	\$44.00
09/10/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/10/01	PEC	Update critical dates	0.40	110.00	\$44.00
09/11/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
09/11/01	PEC	Return calls to various creditos regarding bar date.	0.80	110.00	\$88.00
09/13/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
09/13/01	PEC	Return calls to various creditors regarding case status.	0.50	110.00	\$55.00
09/14/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/14/01	PEC	Prepare Proof of Claim Forms received from the Court to be forwarded to the Claims Agent	1.00	110.00	\$110.00
09/17/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/17/01	PEC	Update critical dates memo.	0.80	110.00	\$88.00
09/18/01	SLP	Prepare hearing binder.	0.30	50.00	\$15.00
09/18/01	PEC	Revise Agenda Notice to cancel 9/20/01 Hearing (.4) Draft Certificate of Service and service list (.5) File and serve Agenda (.4)	1.30	110.00	\$143.00
09/18/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
09/19/01	SLP	Prepare hearing binder.	1.00	50.00	\$50.00
09/19/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
09/20/01	PEC	Review daily correspondence and pleadings and forward to	0.40	110.00	\$44.00

		the appropriate individuals.			
09/21/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
09/24/01	SLP	Maintain document control.	1.00	50.00	\$50.00
09/24/01	PEC	Respond to request of Aidy Hammond to forward various documents to W. R. Grace & Co.	0.50	110.00	\$55.00
09/24/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	110.00	\$44.00
09/24/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
09/24/01	PEC	Review docket and update critical dates.	0.90	110.00	\$99.00
09/25/01	SLP	Maintain document control.	1.00	50.00	\$50.00
09/25/01	PEC	Return calls to creditors regarding bar date and case status	0.50	110.00	\$55.00
09/25/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	110.00	\$44.00
09/26/01	PEC	Review docket and update critical dates	1.00	110.00	\$110.00
09/27/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
09/27/01	PEC	Update critical dates memo.	0.80	110.00	\$88.00
09/27/01	PEC	Return calls to various creditors regarding case status.	0.80	110.00	\$88.00
09/28/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
09/28/01	PEC	Return calls to creditors regarding status of case and hearing dates.	0.80	110.00	\$88.00
11/01/01	RMO	Help prepare hearing notebook.	2.00	55.00	\$110.00
11/01/01	VEM	Prepare hearing notebook for hearing on W.R. Grace.	5.50	50.00	\$275.00
11/01/01	JMG	Maintain Document Control.	0.50	40.00	\$20.00
11/01/01	CMS	Maintain Document Control.	1.30	40.00	\$52.00
11/01/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
11/01/01	PEC	Revise Agenda Notice for 11/5/01 hearing and draft service list (.1). Draft Certificate of service (.1). Prepare for e-file and file and serve Agenda Notice (.4)	1.50	110.00	\$165.00
11/01/01	DWC	Finalize Agenda for November 5 hearing and address filing and service thereof.	0.80	280.00	\$224.00
11/02/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
11/02/01	PEC	Review docket and update critical dates memo.	1.10	110.00	\$121.00
11/02/01	DWC	Prepare and review binders for November 5 hearing	3.30	280.00	\$924.00
11/05/01	DWC	Prepare for omnibus hearing today.	2.00	280.00	\$560.00
11/05/01	DWC	Meet with D. Bernick, D. Siegel and Jay Kapp re: matters going forward today.	0.50	280.00	\$140.00
11/05/01	DWC	Attend omnibus hearing.	1.00	280.00	\$280.00
11/06/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
11/07/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.70	110.00	\$77.00
11/08/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.10	110.00	\$121.00
11/08/01	DWC	E-mail to Sam Schwart re: Orders entered at 11/5 hearing.	0.20	280.00	\$56.00
11/09/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
11/12/01	PEC	Review docket and update critical dates memo.	0.80	110.00	\$88.00
11/12/01	PEC	Return calls to various potential creditors.	0.60	110.00	\$66.00
11/12/01	RSL	Prepare to file and serve declaration Rourke	0.20	260.00	\$52.00
11/12/01	HRR	Review and analyze notice of deposition regarding case management order.	0.10	330.00	\$33.00
11/13/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00

11/14/01	AMT	Maintaining document control.	0.20	50.00	\$10.00
11/14/01	RMO	Maintain document control	1.00	55.00	\$55.00
11/14/01	PEC	Review daily correspondence and pleading and forward to the appropriate individuals (.80); and update critical dates memo (.30).	1.10	110.00	\$121.00
11/15/01	PEC	Review docket and update critical dates memo.	0.90	110.00	\$99.00
11/15/01	PEC	Review daily correspondence and pleading and forward to the appropriate individuals.	0.50	110.00	\$55.00
11/15/01	PEC	Return calls to various creditors regarding the 11/21/01 hearing.	0.50	110.00	\$55.00
11/15/01	RMO	Maintain document control	1.00	55.00	\$55.00
11/16/01	MRS	Calls from and to Andrew Running re: hearing presentation	0.10	305.00	\$30.50
11/16/01	PEC	Review daily correspondence and pleading and forward to the appropriate individuals.	1.20	110.00	\$132.00
11/16/01	PEC	Update critical dates memo.	0.50	110.00	\$55.00
11/16/01	PEC	Review 2002 service list and compare to Notices of Appearance on the docket.	0.50	110.00	\$55.00
11/16/01	PEC	Draft Agenda Notice for 11/21/01 Hearing.	1.20	110.00	\$132.00
11/16/01	PJD	conference with counsel re: certain service lists	0.10	225.00	\$22.50
11/17/01	DCC	Maintain document control.	2.00	55.00	\$110.00
11/17/01	PEC	Update critical dates.	0.60	110.00	\$66.00
11/19/01	DCC	Maintain document control.	3.30	55.00	\$181.50
11/19/01	HDM	Match pleading with court docket.	1.30	60.00	\$78.00
11/19/01	PEC	Return calls to various creditors regarding the 11/21/01 Hearing.	0.80	110.00	\$88.00
11/19/01	PEC	Review daily correspondence and pleading and forward to the appropriate individuals.	0.80	110.00	\$88.00
11/19/01	PEC	Review docket for updates.	0.30	110.00	\$33.00
11/19/01	RMO	Maintain document control.	0.30	55.00	\$16.50
11/19/01	SLP	Prepare hearing notebook.	3.00	50.00	\$150.00
11/19/01	PEC	Review docket and update Agenda Notice for 11/21/01 Hearing (.80). Prepare service list and draft Certificate of Service (.50); and file and serve (.20).	1.50	110.00	\$165.00
11/20/01	HRR	Review and analyze notice of agenda.	0.10	330.00	\$33.00
11/20/01	PEC	Return calls to various creditors regarding the bar date.	0.80	110.00	\$88.00
11/20/01	RSL	Conference with DWC re: hearing on 11/21	0.10	260.00	\$26.00
11/20/01	DWC	Draft motion for admission pro hac vice of Jan Baer and address filing and service of same.	0.80	280.00	\$224.00
11/20/01	DWC	Prepare for 11/21 hearing.	4.80	280.00	\$1,344.00
11/21/01	DCC	Maintain document control.	7.00	55.00	\$385.00
11/21/01	DWC	Meet with Judge Farnan re: cancellation of hearing and assignment of cases to new judge.	0.40	280.00	\$112.00
11/21/01	DWC	Address issues in connection with cancellation of hearing.	1.20	280.00	\$336.00
11/21/01	HDM	Match pleading with court docket.	2.30	60.00	\$138.00
11/21/01	MRS	Electronic research re: estimation of damages in Robins case for Andrew Running	0.30	305.00	\$91.50
11/21/01	PEC	File and serve Motion of David W. Carickhoff, Jr., for an Order Admitting Attorney for the Debtors Pursuant to Local District Court Rule 83.5 (c) (.30); and draft Affidavit of Service (.20).	0.50	110.00	\$55.00
11/23/01	DCC	Maintain document control.	3.00	55.00	\$165.00
11/24/01	DCC	Maintain document control.	7.00	55.00	\$385.00
11/26/01	AMT	Maintaining document control.	1.20	50.00	\$60.00
11/26/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
11/26/01	DWC	Call with R. Higgins re: procedural issues regarding reconsideration of first day order and assignment of cases to new judge.	0.30	280.00	\$84.00

11/26/01	DWC	Call with L. Jones re: assignment of cases.	0.20	280.00	\$56.00
11/27/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
11/27/01	PEC	Return calls to various potential creditors.	0.50	110.00	\$55.00
11/27/01	PEC	Review docket for updates.	0.40	110.00	\$44.00
11/27/01	LDJ	Review case reassignment; transition issues and tasks	1.00	550.00	\$550.00
11/27/01	DWC	Call with Jan Baer re: assignment of cases and litigation issues	0.20	280.00	\$56.00
11/27/01	DWC	Call with J. Kapp regarding order transferring cases (.2); research same (.3)	0.50	280.00	\$140.00
11/28/01	DWC	Review orders assigning cases to Judge Wolin (.3); e-mail to Kirkland attorneys re: same (.2); call with J. Kapp re: same (.2)	0.70	280.00	\$196.00
11/29/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
11/29/01	DWC	Call with R. Higgins re: assignment order.	0.20	280.00	\$56.00
11/29/01	DWC	Review transcript from Owens Corning 11/27 hearing and e-mail Kirkland attorneys re: same	0.60	280.00	\$168.00
11/30/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
11/30/01	PEC	Review docket and update critical dates memo.	0.40	110.00	\$44.00
11/30/01	DWC	Address issues in connection with assignment of cases to Judge Wolin and requests by Judge Fitzgerald for status reports.	1.50	280.00	\$420.00

Task Code Total	157.10	\$18,182.50
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CLAIMS ADMIN/OBJECTIONS [B310]

08/29/01	PEC	Prepare for e-file and file an Amended Affidavit of Service re: Debtors Motion for Order Granting Administrative Priority Status of Reclamation Claim.	0.50	110.00	\$55.00
09/14/01	PEC	Forward Notice of Transfer Claims to Claims Agent	0.40	110.00	\$44.00
11/01/01	DWC	Teleconferences regarding Debtors' Omnibus Reply in Support of Case Management Motion with: Shirley Pope (.2); Jan Baer (.2); Sarah Marmor (.2).	0.60	280.00	\$168.00
11/01/01	PEC	Prepare Certification of Counsel regarding Reclamation Claims Motion for e-file. File and serve.	0.50	110.00	\$55.00
11/02/01	PEC	Return calls to various potential creditors regarding bar date.	0.80	110.00	\$88.00
11/05/01	DWC	Review draft of Omnibus Reply in Support of Case Management Motion (1.4); teleconference with Sarah Marmor re: same (.2)	1.60	280.00	\$448.00
11/05/01	LDJ	Conference with David Bernick, Esquire re: Case management motion; 11/5 hearing strategy	0.70	550.00	\$385.00
11/06/01	DWC	Teleconference with Sarah Marmor re: Case Management Motion Omnibus Reply.	0.20	280.00	\$56.00
11/07/01	DWC	Teleconference with S. Schwartz re: Cert of No Objection regarding Settled Claims.	0.20	280.00	\$56.00
11/08/01	DWC	E-mail to Roger Higgins re: Reclamation Order.	0.20	280.00	\$56.00
11/08/01	DWC	Review e-mails from S. Pope re: exhibits to Omnibus Reply in support of case management motion.	0.20	280.00	\$56.00
11/09/01	DWC	Review and revise Omnibus Reply Brief in Support of Case Management Motion and address filing and service thereof.	9.10	280.00	\$2,548.00
11/09/01	PEC	Return calls to various potential creditors regarding the bar date.	0.50	110.00	\$55.00
11/12/01	LDJ	Telephone conference with David Bernik, Esquire; Jay Kapp, Esquire re: case management motion hearing;	0.20	550.00	\$110.00

		designation of experts			
11/12/01	LDJ	Telephone conference with Jan Baer, Esquire re: depositions to be take on case management motion	0.20	550.00	\$110.00
11/12/01	MRS	Call from Jan Baer re: noticing of depositions related to bar date hearing	0.10	305.00	\$30.50
11/14/01	DWC	Review and revise notice of claims agent address and discuss same with S. Schwartz	0.50	280.00	\$140.00
11/14/01	RSL	Telephone conference with Drew Edwards re: creditor (.1), e-mail PEC re: same (.1)	0.20	260.00	\$52.00
11/15/01	PEC	Draft letter to Diana Foster at the Clerk's Office to request the release of all claims filed witht the Court.	0.30	110.00	\$33.00
11/16/01	DWC	Review and revise agenda notice for hearing on Case Management Motion and speak with P. Cuniff re: same	0.60	280.00	\$168.00
11/19/01	HRR	Review and analyze case management order (.20); and review, analyze and respond to email regarding same (.10).	0.30	330.00	\$99.00
11/19/01	DWC	Review hearing binder for hearing on Case Management Motion.	0.50	280.00	\$140.00
11/19/01	DWC	Finalize agenda notice for Case Management motion hearing.	0.30	280.00	\$84.00
11/19/01	DWC	Teleconference with Jan Baer re: hearing on Case Management Motion	0.20	280.00	\$56.00
11/19/01	PEC	Prepare Proof of Claim forms received from the Court to be forwarded to the Claims Agent.	1.00	110.00	\$110.00
11/21/01	HRR	Review and analyze case management order.	0.10	330.00	\$33.00
11/21/01	DWC	Prepare for hearing on Case Management Motion	0.80	280.00	\$224.00
11/26/01	HRR	Review and analyze motion for protective order regarding case management.	0.20	330.00	\$66.00
11/26/01	PEC	Return calls to various potential creditors regarding the bar date.	0.60	110.00	\$66.00
11/29/01	DWC	Review and revise Notice of Settlement with Protein Genetics	0.50	280.00	\$140.00
11/30/01	DWC	Review and respond to S. Schwartz re: claims settlement notice procedures	0.30	280.00	\$84.00
11/30/01	PEC	Return calls to various potential creditors regarding case management motion.	0.50	110.00	\$55.00

Task Code Total	22.90	\$5,870.50
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COMPENSATION PROF. [B160]

08/08/01	PEC	Prepare Second PSZYJ Monthly Fee Application for e-file (1.0); and file and serve (.50).	1.50	110.00	\$165.00
08/14/01	PEC	Prepare Pitney Hardin First Monthly Fee Application for e-file. File and serve.	1.40	110.00	\$154.00
08/14/01	PEC	Prepare Pitney Hardin Second Monthly Fee Application for e-file. File and serve.	1.40	110.00	\$154.00
08/14/01	PEC	Prepare Pitney Hardin Third Monthly Fee Application for e-filing. File and serve.	1.20	110.00	\$132.00
08/14/01	PEC	Prepare Pitney Hardin First Quarterly Fee Application for e-filing. File and serve.	1.30	110.00	\$143.00
08/20/01	PEC	Prepare First Application of Wallace King Marraro & Branson for e-filing. File and serve.	1.40	110.00	\$154.00
08/28/01	PEC	Prepare K&E July Monthly Fee Application for e-filing. File and serve.	1.30	110.00	\$143.00
08/29/01	PEC	Draft Certificate of No Objection for PSZYJ First Monthly Fee Application (.60); and prepare for e-file, file and serve (.40)..	1.00	110.00	\$110.00
09/05/01	PEC	Draft Notice of filing for First Monthly Fee Application of	0.80	110.00	\$88.00

		Wallace King Marraro & Branson and Certificate of Service (.4); File and serve Fee Application (.4)			
09/13/01	PEC	File and serve Fourth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. 327(a) and Fed. R. Bankr.P. 2014 (.4); Draft Certificate of Service (.1)	0.50	110.00	\$55.00
09/14/01	PEC	File and serve Third Monthly Fee Application of PSZYJ (.5) Draft Certificate of Service (.1)	0.60	110.00	\$66.00
09/19/01	PEC	Draft Certificate of No Objection for PSZYJ May Fee Application and Certificate of Service (.4); File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding K&E July Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding Pitney Hardin Kipp & Szuch April Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding Pitney Hardin Kipp & Szuch May Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding Blackstone Group's July Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding K&E June Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding Wallace King Marraro & Branson May Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding Wallace King Marraro & Branson June Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/20/01	PEC	Draft Certificate of No Objection regarding Wallace King Marraro & Branson Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/27/01	PEC	Draft Notice of Filing of Pitney Hardin Kipp a& Szuch July Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
09/28/01	PEC	Draft Notice of Filing of Fee Application for Kirkland & Ellis August Fee Application and Certificate of Service (.4); File and serve Fee Application (.5)	0.90	110.00	\$99.00
11/01/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/01/01	HRR	Review and analyze email from D. Carickhoff regarding fee application (.10); and address issues regarding same (.10).	0.20	330.00	\$66.00
11/02/01	DWC	Teleconference with Sabrina Mitchell re: Kirkland and Ellis quarterly fee application.	0.20	280.00	\$56.00
11/02/01	DWC	Review and revise first quarterly fee application of Holme Roberts and Owen (.5); and address filing and service thereof (.3).	0.80	280.00	\$224.00
11/05/01	HRR	Draft email to M. Johnson regarding prebills.	0.10	330.00	\$33.00
11/06/01	TMO	Draft notices and certificates of service re: Holme Roberts and Wallace King quarterly fee applications.	0.50	105.00	\$52.50
11/06/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/06/01	DWC	Review Wallace King September fee application and address filing and service of same.	0.60	280.00	\$168.00
11/06/01	DWC	Review Holme Roberts Quarterly Fee Application and address filing and service thereof.	0.80	280.00	\$224.00

11/06/01	PEC	Draft Notice for Wallace King Marraro & Branson September Fee Application (.50); and prepare for e-file and serve Application (.30).	0.80	110.00	\$88.00
11/06/01	PEC	Draft Notice for Home Roberts & Owen September Fee Application (.50); and prepare for e-file and serve (.30).	0.80	110.00	\$88.00
11/06/01	HRR	Draft emails regarding fee issues.	0.10	330.00	\$33.00
11/06/01	HRR	Draft sixth fee application (1.1); and review and revise prebill (.30).	1.40	330.00	\$462.00
11/06/01	HRR	Review and analyze certificate of no objection regarding fee application (.10); draft letter to W. Sparks regarding July fee application (.20); and draft email regarding same (.10).	0.40	330.00	\$132.00
11/07/01	PEC	Draft Notice for Kirkland & Ellis Second Quarterly Fee Application and Certificate of Service (.40); Prepare for e-filing (.30) And File and serve (.30)	1.00	110.00	\$110.00
11/07/01	HRR	Telephone conference with I. Kharasch regarding quarterly fee application.	0.10	330.00	\$33.00
11/08/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/08/01	DWC	Teleconference with R. Higgins re: Kirkland and Ellis quarterly fee application.	0.20	280.00	\$56.00
11/08/01	DWC	Review and revise Certs. of No objection re: Nelson Mullins' 3rd fee application, August fee application and July fee application.	0.60	280.00	\$168.00
11/08/01	PEC	Draft Certificate of No Objection re: First Monthly Fee Application of Nelson, Mullins Riley & Scarborough. Draft Certificate of Service. File and serve.	0.80	110.00	\$88.00
11/08/01	PEC	Draft Certificate of No Objection re: Second Monthly Fee Application of Nelson, Mullins Riley & Scarborough. Draft Certificate of Service. File and serve.Draft Certificate of No Objection re: First Monthly Fee Application of Nelson, Mullins Riley & Scarborough (.30). Draft Certificate of Service (.30) And File and serve (.20).	0.80	110.00	\$88.00
11/08/01	PEC	Draft Certificate of No Objection re: Third Monthly Fee Application of Nelson, Mullins Riley & Scarborough. Draft Certificate of Service. File and serve.Draft Certificate of No Objection re: First Monthly Fee Application of Nelson, Mullins Riley & Scarborough (.30) Draft Certificate of Service (.30); And File and serve (.20).	0.80	110.00	\$88.00
11/08/01	HRR	Review and revise fee application.	0.40	330.00	\$132.00
11/09/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/09/01	HRR	Telephone conference with M.R. Johnson regarding September fee application.	0.10	330.00	\$33.00
11/12/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/12/01	LDJ	Review and finalize interim fee app (June 2001)	0.30	550.00	\$165.00
11/12/01	HRR	Draft email to M.J. Johnson regarding quarterly fee application.	0.10	330.00	\$33.00
11/12/01	HRR	Telephone conference with P. Cuniff regarding quarterly fee application.	0.10	330.00	\$33.00
11/12/01	HRR	Review, analyze and address issues regarding filing of fee applications.	0.30	330.00	\$99.00
11/13/01	HRR	Review, analyze and respond to email regarding fee issues.	0.10	330.00	\$33.00
11/13/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/13/01	PEC	File and serve Sixth Monthly Application of PSZYJ for the Period of September 1, 2001 Through September 30, 2001	0.60	110.00	\$66.00

		(.30); And Draft Affidavit of Service (.30)			
11/13/01	LDJ	Review and finalize interim fee application (September 2001)	0.30	550.00	\$165.00
11/14/01	HRR	Draft seventh fee application.	1.40	330.00	\$462.00
11/14/01	HRR	Telephone conference with M. Johnson regarding fee applications.	0.10	330.00	\$33.00
11/14/01	HRR	Telephone conference with I. Kharasch regarding fee application issues.	0.10	330.00	\$33.00
11/14/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/14/01	PEC	Draft Certificate of No Objection and Certificate of Service regarding The Blackstone Group's Third Monthly Fee Application. File and serve .	0.80	110.00	\$88.00
11/14/01	RSL	Telephone call from David Blechman re: CNO for The Blackstone Group (.1), conference with PEC re: same (.1), retrun call to David Blechman re: same (.1)	0.30	260.00	\$78.00
11/15/01	HRR	Conference with Ira D. Kharasch regarding fee issues.	0.20	330.00	\$66.00
11/15/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/16/01	HRR	Telephone conference with Ira D. Kharasch regarding fee issues.	0.10	330.00	\$33.00
11/16/01	HRR	Review, analyze and address issues regarding quarterly fee applications.	0.30	330.00	\$99.00
11/16/01	HRR	Telephone conference with M.R. Johnson regarding quarterly fee application.	0.10	330.00	\$33.00
11/16/01	HRR	Review, analyze and respond to email from L. Gilbert regarding fee issues.	0.10	330.00	\$33.00
11/19/01	HRR	Telephone conference with M.R. Johnson regarding quarterly fee application.	0.10	330.00	\$33.00
11/19/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/20/01	HRR	Telephone conference with P. Cuniff regarding CNO for fee application.	0.10	330.00	\$33.00
11/20/01	HRR	Review and revise fee application for October (.60); and draft email to M.R. Johnson regarding same (.10).	0.70	330.00	\$231.00
11/20/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/20/01	DWC	Review Blackstone September fee application and address filing and service thereof.	0.60	280.00	\$168.00
11/20/01	DWC	Review Wallace King's first quarterly fee application and provide comments re: same.	0.70	280.00	\$196.00
11/20/01	PEC	Draft Notice for Fourth Blackstone Group Monthly Fee Application.	0.40	110.00	\$44.00
11/21/01	HRR	Telephone conference with M.R. Johnson regarding fee application.	0.10	330.00	\$33.00
11/21/01	DWC	Call with Doug Cameron of Reed Smith re: interim compensation procedures.	0.30	280.00	\$84.00
11/21/01	PEC	File and serve Fourth Monthly Application of Blackstone Group LP for the Period from September 1, 2001 Through September 30, 2001. Draft Affidavit of Service.	0.50	110.00	\$55.00
11/21/01	LDJ	Review and finalize first quarterly fee application (April 2 - June 30, 2001)	0.30	550.00	\$165.00
11/21/01	PEC	File and serve First Quarterly Interim Application of PSZYJ for the Period of April 2, 2001 Through June 30, 2001. Draft Affidvit of Service.	0.50	110.00	\$55.00
11/26/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/26/01	DWC	Review Holme Roberts October fee application and address filing and service thereof.	0.50	280.00	\$140.00

11/27/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/27/01	HRR	Review and analyze seventh fee application.	0.50	330.00	\$165.00
11/27/01	HRR	Telephone conference with M.R. Johnson regarding fee application.	0.10	330.00	\$33.00
11/27/01	PEC	Draft Certificate of No Objection regarding Pitney Hardin August Fee Application and Certificate of Service. File and serve.	0.50	110.00	\$55.00
11/27/01	PEC	Draft Certificate of No Objection regarding Kirkland & Ellis September Fee Application and Certificate of Service. File and serve.	0.50	110.00	\$55.00
11/27/01	PEC	Draft Certificate of No Objection regarding PSZYJ August Fee Application and Certificate of Service. File and serve.	0.50	110.00	\$55.00
11/27/01	PEC	Draft Certificate of No Objection regarding Wallace King Marraro & Branson Fee Application and Certificate of Service. File and serve.	0.50	110.00	\$55.00
11/27/01	DWC	Review and revise Certs. of No Objection re: Pitney Hardin August Fee Application; Kirkland and Ellis September fee application, PSZYJ August fee application, and Wallace King September fee application.	0.80	280.00	\$224.00
11/27/01	LDJ	Review and finalize interim fee application (October 2001)	0.30	550.00	\$165.00
11/28/01	LAG	Review administrative order and scheduling regarding status of interim fee application.	0.20	125.00	\$25.00
11/28/01	LAG	Email and telephone conference regarding issues and timing of fee application.	0.20	125.00	\$25.00
11/28/01	PEC	File and serve Certificate of No Objection regarding Kirkland & Ellis September Fee Application.	0.40	110.00	\$44.00
11/28/01	PEC	File and serve Certificate of No Objection regarding Pitney Hardin August Fee Application.	0.40	110.00	\$44.00
11/28/01	PEC	File and serve Certificate of No Objection regarding PSZYJ August Fee Application.	0.40	110.00	\$44.00
11/28/01	PEC	File and serve Certificate of No Objection regarding Wallace King Marraro & Branson September Fee Application.	0.40	110.00	\$44.00
11/28/01	HRR	Review, analyze and respond to emails regarding fee issues.	0.10	330.00	\$33.00
11/29/01	DWC	Review Blackstone October fee application and address filing of same	0.50	280.00	\$140.00
11/29/01	DWC	Review Pitney Hardin October monthly fee application and second quarterly fee application and address filing and service of same.	0.80	280.00	\$224.00
11/29/01	PEC	Draft Notice for Wallace King Marraro & Branson First Quarterly Fee Application and Certificate of Service (.30); and prepare Application for filing and service (.20).	0.50	110.00	\$55.00
11/29/01	PEC	Draft Notice for Pitney Hardin September Fee Application and Certificate of Service (.30); and prepare Application for filing and service (.20).	0.50	110.00	\$55.00
11/29/01	PEC	Draft Notice for Homes Roberts & Owen October Fee Application and Certificate of Service (.30); and prepare Application for filing and service (.20).	0.50	110.00	\$55.00
11/29/01	PEC	Draft Notice for the Blackstone Group's October Fee Application and Certificate of Service (.30); and prepare Application for filing and service (.20).	0.50	110.00	\$55.00
11/30/01	DWC	Call with Casner & Edwards re: interim compensation procedures.	0.30	280.00	\$84.00
11/30/01	DWC	Call with S. Zuber re: Pitney Hardin contingency fee.	0.30	280.00	\$84.00
Task Code Total			55.00		\$9,672.50

EMPLOYEE BENEFIT/PENSION- B220

11/05/01	DWC	Prepare for hearing before Judge McKelvie on Former Employees' Motion for Certain Benefits (.3); attend hearing re: same (.6)	0.90	280.00	\$252.00
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Task Code Total	0.90	\$252.00
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EXECUTORY CONTRACTS [B185]

08/28/01	PEC	Prepare Debtors Motion for Entry of an Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors to Assume, Sell and Assign a Prime Lease and the Accompanying Subleases for e-filing. File and serve.	0.90	110.00	\$99.00
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08/28/01	PEC	Prepare Debtors' Motion for Entry of an Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Assume and Assign Leases for Real Property for e-filing (.50); and file and serve (.40).	0.90	110.00	\$99.00
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08/29/01	PEC	File and serve Supplemental Affidavit of Service regarding Debtors Motion for Entry to Assume Sell and Assign a Prime Lease	0.80	110.00	\$88.00
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11/13/01	HRR	Telephone conference with J. Wegner regarding Gelco stipulation (.10); review and analyze stipulation regarding assumption or rejection of leases (.10); and address issues regarding same (.20).	0.40	330.00	\$132.00
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11/19/01	DWC	Teleconference with Sam Schwartz re: sublease issues and assignment.	0.30	280.00	\$84.00
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11/21/01	HRR	Telephone conference with J. Wegner regarding stipulation regarding assumption GE Capital Fleet Service lease (.10); and address issues regarding same (.20).	0.30	330.00	\$99.00
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Task Code Total	3.60	\$601.00
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FINANCIAL FILINGS [B110]

08/07/01	PEC	Prepare Response to Motion for Order Compelling Debtors to Supplement Statements of Financial Affairs (.90); and file and serve (.40).	1.30	110.00	\$143.00
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08/29/01	PEC	File and serve Amendment to Schedules of Assets and Liabilities and Statement of Financial Affairs.	1.20	110.00	\$132.00
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11/07/01	PEC	File and serve July Operating Report for W. R. Grace & Co. (.50); and draft Affidavit of Service (.30).	0.80	110.00	\$88.00
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11/07/01	PEC	File and serve August Monthly Operating Report for W. R. Grace & Co. (.50); and draft Affidavit of Service (.30).	0.80	110.00	\$88.00
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11/08/01	PEC	File and serve September Monthly Operating Reports for W. R. Grace & Co. (.60); and Draft Affidavit of Service (.40).	1.00	110.00	\$110.00
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11/14/01	HRR	Review and analyze monthly operating report (.30); and draft email to P. Cuniff regarding same (.10).	0.40	330.00	\$132.00
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Task Code Total	5.50	\$693.00
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LITIGATION (NON-BANKRUPTCY)

11/12/01	HRR	Telephone conference with P. Cuniff regarding Rourke declaration (.10); and address issues regarding same (.20).	0.30	330.00	\$99.00
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11/12/01	HRR	Telephone conference with Rachel S. Lowy regarding declaration of D. Rourke.	0.10	330.00	\$33.00
11/12/01	HRR	Review and analyze declaration of D. Rourke regarding asbestos litigation.	0.10	330.00	\$33.00
11/12/01	HRR	Review and analyze email from A. Running regarding declaration of Rourke.	0.10	330.00	\$33.00
11/13/01	HRR	Review, analyze and address issues regarding declaration of Rourke (.10); and telephone conference with R. Lowy regarding same (.10).	0.20	330.00	\$66.00

Task Code Total	0.80	\$264.00
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OPERATIONS [B210]

11/12/01	RSL	Review motion to clarify customer practices motion and draft notice of same	0.20	260.00	\$52.00
11/13/01	PEC	File and serve Debtors' Motion for Entry of an Order Clarifying the Order Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and Licensors and to Otherwise Continue in the Ordinary Course of Business Customer Programs and Practices (.30); Draft Certificate of Service (.30).	0.60	110.00	\$66.00

Task Code Total	0.80	\$118.00
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PLAN & DISCLOSURE STMT. [B320]

08/20/01	PEC	Prepare Motion for Order Pursuant to 11 U.S.C. § 1121(d) Extending Debtors Exclusive Periods in Which to File a Chapter 11 Plan and Solicit 'Votes Thereon for e-file (.40); and file and serve (.40).	0.80	110.00	\$88.00
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Task Code Total	0.80	\$88.00
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RETENTION OF PROF. [B160]

11/01/01	DWC	Teleconference with S. Schwartz re: Steptoe and Johnson retention.	0.20	280.00	\$56.00
11/02/01	PEC	File and serve Application of the Debtors for the Entry of an Order Authorizing the Retention and Employment of Steptoe & Johnson LLP as Special Tax Counsel (.30); and draft Affidavit of Service (.30).	0.80	110.00	\$88.00
11/05/01	DWC	Review and revise objection to application to retain Professor Warren and address service and filing of same.	0.80	280.00	\$224.00
11/05/01	DWC	Review Creditors' Committee objection to retention of Professor Warren.	0.30	280.00	\$84.00
11/13/01	PEC	File and serve Sixth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. 327(a) and Fed.R.Bankr.P. 2014 (.30); and draft Affidavit of Service (.30).	0.60	110.00	\$66.00

Task Code Total	2.70	\$518.00
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STAY LITIGATION [B140]

08/29/01	PEC	File and serve Supplemental Affidavit of Service regarding Motion of the Debtors for an Order Modifying the Automatic Stay.	0.80	110.00	\$88.00
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11/01/01	DWC	Review and revise latest version of Stipulation lifting the stay re: NJ environmental litigation (.3); teleconference with R. Sentflin re: same (.2)	0.50	280.00	\$140.00
11/02/01	DWC	Address filing of Stipulation resolving GELCO's motion to lift the stay.	0.30	280.00	\$84.00
11/02/01	PEC	File and serve Stipulation and Order Resolving the Motion of Gelco Corporation (.30); and draft Affidavit of Service (.20)..	0.50	110.00	\$55.00
11/02/01	DWC	Teleconference with C. Marraro and J. Agnello re: NJ environmental litigation and proposed stipulation with Honeywell to lift the stay re: the same (.5); revise the Stipulation to lift the stay as per the discussion (.3)	0.80	280.00	\$224.00
11/05/01	DWC	Finalize Stipulation with Honeywell to lift the automatic stay regarding NJ environmental litigation (.4); teleconferences regarding the same with: Jack Sherwood (.4); Chris Marraro (2x) (.4).	1.20	280.00	\$336.00
11/06/01	DWC	E-mail to Jan Baer and Chris Marraro re: Stipulation regarding NJ environmental litigation.	0.20	280.00	\$56.00
11/08/01	DWC	E-mail to C. Marraro re: Order lifting stay of NJ litigation.	0.20	280.00	\$56.00
11/14/01	RSL	Review stay opposition to Kane Motion (.4), telephone conference with Jan Baer re: same (.1)	0.50	260.00	\$130.00
11/15/01	LDJ	Review Opposition to Timothy Kane's Motion for Relief from Stay.	0.20	550.00	\$110.00
11/15/01	PEC	File and serve Debtors' Opposition to Timothy Kane's Motion for Relief from the Automatic Stay (.40); and draft Certificate of Service (.40).	0.80	110.00	\$88.00
11/19/01	DWC	Review and address letter of Jen Naylor re: stay relief motion of Smolker's	0.30	280.00	\$84.00

Task Code Total	6.30	\$1,451.00
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Total professional services:	267.00	\$39,991.50
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Costs Advanced:

04/28/2001	DC	Delivery/ Courier Service [E107]	\$90.00
06/02/2001	DC	Delivery/ Courier Service [E107]	\$7.50
06/02/2001	DC	Delivery/ Courier Service [E107]	\$382.50
07/14/2001	DC	Delivery/ Courier Service--Parcels, Inc. [E107]	\$7.50
07/17/2001	FX	Fax Transmittal. [E104]	\$29.00
08/04/2001	DH	DHL- Worldwide Express	\$261.70
08/20/2001	AT	Auto Travel Expense--Eagle Limo (HRR) [E109]	\$64.40
08/25/2001	DH	DHL- Worldwide Express	\$147.40
08/25/2001	DH	DHL- Worldwide Express	\$147.40
08/31/2001	FX	Fax Transmittal. [E104]	\$7.00
09/01/2001	DH	DHL- Worldwide Express	\$229.56
09/06/2001	FX	Fax Transmittal. [E104]	\$61.00
09/08/2001	DC	Delivery/ Courier Service--Tristate [E107]	\$52.50
09/08/2001	DH	DHL- Worldwide Express	\$126.19
09/12/2001	FX	Fax Transmittal. [E104]	\$15.00
09/15/2001	DC	Delivery/ Courier Service--Tristate [E107]	\$97.50
09/15/2001	DC	Delivery/ Courier Service--Parcels, Inc. [E107]	\$435.00
09/15/2001	DC	Delivery/ Courier Service--Tristate [E107]	\$435.00
09/15/2001	DH	DHL- Worldwide Express	\$102.43
09/18/2001	FE	Federal Express [E108]	\$55.67
09/19/2001	FE	Federal Express [E108]	\$100.27
09/21/2001	FE	Federal Express [E108]	\$145.19
09/22/2001	DC	Delivery/ Courier Service--Tristate [E107]	\$382.50
09/22/2001	DH	DHL- Worldwide Express	\$87.87

09/29/2001	DC	Delivery/ Courier Service [E107]	\$127.50
09/30/2001	DC	Delivery/ Courier Service--Parcels, Inc. [E107]	\$15.00
10/06/2001	DC	Delivery/ Courier Service [E107]	\$270.00
10/06/2001	DH	DHL- Worldwide Express	\$290.01
10/08/2001	FX	Fax Transmittal. [E104]	\$3.00
10/09/2001	FE	Federal Express [E108]	\$12.27
10/13/2001	DC	Delivery/ Courier Service [E107]	\$285.00
10/15/2001	FE	Federal Express [E108]	\$75.63
10/16/2001	FE	Federal Express [E108]	\$121.14
10/24/2001	DH	DHL- Worldwide Express	\$352.28
10/26/2001	SO	Secretarial Overtime-Rasheda Stewart	\$25.52
10/29/2001	DC	Delivery/ Courier Service--Parcels, Inc. [E107]	\$20.76
10/30/2001	DC	Delivery/ Courier Service [E107]	\$412.50
10/30/2001	RE	Reproduction Expense. [E101]	\$1.50
10/31/2001	RE	Reproduction Expense. [E101]	\$238.35
11/01/2001	FE	Federal Express [E108]	\$70.03
11/01/2001	FX	Fax Transmittal. [E104]	\$588.00
11/01/2001	RE	Reproduction Expense. [E101]	\$2.10
11/01/2001	RE	(CORR 282 @0.15 PER PG)	\$42.30
11/01/2001	RE	(CORR 267 @0.15 PER PG)	\$40.05
11/01/2001	RE	(CORR 167 @0.15 PER PG)	\$25.05
11/01/2001	RE	(CORR 255 @0.15 PER PG)	\$38.25
11/01/2001	RE	(CORR 222 @0.15 PER PG)	\$33.30
11/01/2001	RE	Reproduction Expense. [E101]	\$20.70
11/01/2001	SO	Secretarial Overtime-Vanessa Preston	\$92.20
11/02/2001	PO	Postage [E108]	\$1.14
11/02/2001	PO	Postage [E108]	\$234.36
11/02/2001	RE	(CORR 2834 @0.15 PER PG)	\$425.10
11/02/2001	RE	(CORR 2888 @0.15 PER PG)	\$433.20
11/02/2001	RE	Reproduction Expense. [E101]	\$9.45
11/05/2001	FX	(CORR 22 @1.00 PER PG)	\$22.00
11/05/2001	IOM	In office meal--Greenery [E111]	\$137.48
11/05/2001	PO	Postage [E108]	\$1.14
11/05/2001	PO	Postage [E108]	\$1.14
11/05/2001	RE	(CORR 96 @0.15 PER PG)	\$14.40
11/05/2001	RE	(CORR 84 @0.15 PER PG)	\$12.60
11/05/2001	RE	Reproduction Expense. [E101]	\$4.50
11/05/2001	RE	Reproduction Expense. [E101]	\$3.45
11/05/2001	RE	Reproduction Expense. [E101]	\$16.50
11/05/2001	SO	Secretarial Overtime-Vanessa Preston	\$34.58
11/06/2001	FX	(CORR 7 @1.00 PER PG)	\$7.00
11/06/2001	FX3	FX-(CORR. 6 @ 1.00 PER PG) [E104]	\$6.00
11/06/2001	RE	(AGR 15 @0.15 PER PG)	\$2.25
11/06/2001	RE	(CORR 25 @0.15 PER PG)	\$3.75
11/06/2001	RE	(CORR 94 @0.15 PER PG)	\$14.10
11/06/2001	RE	(CORR 2194 @0.15 PER PG)	\$329.10
11/06/2001	RE	(CORR 346 @0.15 PER PG)	\$51.90
11/06/2001	RE	(CORR 1577 @0.15 PER PG)	\$236.55
11/06/2001	RE	(CORR 2950 @0.15 PER PG)	\$442.50
11/06/2001	RE	(CORR 13 @0.15 PER PG)	\$1.95
11/06/2001	RE	(CORR 1046 @0.15 PER PG)	\$156.90
11/06/2001	RE	(CORR 367 @0.15 PER PG)	\$55.05
11/07/2001	FE	Federal Express [E108]	\$165.45
11/07/2001	RE	(CORR 237 @0.15 PER PG)	\$35.55
11/07/2001	RE	(CORR 794 @0.15 PER PG)	\$119.10
11/07/2001	RE	(CORR 5516 @0.15 PER PG)	\$827.40
11/07/2001	RE	(CORR 5260 @0.15 PER PG)	\$789.00
11/07/2001	RE	(CORR 2706 @0.15 PER PG)	\$405.90
11/08/2001	PO	Postage--DDI [E108]	\$10.40

11/08/2001	RE	(CORR 2426 @0.15 PER PG)	\$363.90
11/08/2001	RE	(CORR 4014 @0.15 PER PG)	\$602.10
11/08/2001	RE	(CORR 1377 @0.15 PER PG)	\$206.55
11/08/2001	RE	(CORR 3004 @0.15 PER PG)	\$450.60
11/08/2001	RE	(CORR 28 @0.15 PER PG)	\$4.20
11/08/2001	RE	(CORR 68 @0.15 PER PG)	\$10.20
11/08/2001	RE	(CORR 1295 @0.15 PER PG)	\$194.25
11/08/2001	RE	(CORR 80 @0.15 PER PG)	\$12.00
11/08/2001	RE	(CORR 137 @0.15 PER PG)	\$20.55
11/08/2001	TR	Transcript--Brian Gaffigan [E116]	\$33.00
11/09/2001	FX	Fax Transmittal. [E104]	\$96.00
11/09/2001	PO	Postage--DDI [E108]	\$1.14
11/09/2001	RE	(CORR 82 @0.15 PER PG)	\$12.30
11/09/2001	RE	(CORR 7896 @0.15 PER PG)	\$1,184.40
11/09/2001	RE	Reproduction Expense. [E101]	\$43.95
11/09/2001	SO	Secretarial Overtime--Kim Garza	\$23.07
11/09/2001	SO	Secretarial Overtime--Vanessa Preston	\$46.10
11/10/2001	SO	Secretarial Overtime--Kim Garza	\$57.68
11/12/2001	FX	(CORR 11 @1.00 PER PG)	\$11.00
11/12/2001	RE	(CORR 45 @0.15 PER PG)	\$6.75
11/12/2001	RE	(CORR 6 @0.15 PER PG)	\$0.90
11/12/2001	RE	(CORR 52 @0.15 PER PG)	\$7.80
11/12/2001	RE	Reproduction Expense. [E101]	\$3.30
11/13/2001	RE	(CORR 141 @0.15 PER PG)	\$21.15
11/13/2001	RE	(CORR 876 @0.15 PER PG)	\$131.40
11/13/2001	RE	(CORR 360 @0.15 PER PG)	\$54.00
11/13/2001	RE	(CORR 76 @0.15 PER PG)	\$11.40
11/13/2001	RE	(CORR 2628 @0.15 PER PG)	\$394.20
11/14/2001	FX	(CORR 10 @1.00 PER PG)	\$10.00
11/14/2001	RE	(CORR 28 @0.15 PER PG)	\$4.20
11/15/2001	PO	Postage--DDI [E108]	\$2.06
11/15/2001	RE	(CORR 105 @0.15 PER PG)	\$15.75
11/15/2001	RE	(CORR 46 @0.15 PER PG)	\$6.90
11/15/2001	RE	(CORR 54 @0.15 PER PG)	\$8.10
11/15/2001	RE	(CORR 28 @0.15 PER PG)	\$4.20
11/15/2001	RE	(CORR 263 @0.15 PER PG)	\$39.45
11/15/2001	RE	(CORR 742 @0.15 PER PG)	\$111.30
11/15/2001	RE	(CORR 184 @0.15 PER PG)	\$27.60
11/15/2001	SO	Secretarial Overtime--Charmaine Miller	\$81.51
11/16/2001	FX	(CORR 13 @1.00 PER PG)	\$13.00
11/16/2001	RE	(CORR 197 @0.15 PER PG)	\$29.55
11/16/2001	RE	(CORR 638 @0.15 PER PG)	\$95.70
11/16/2001	RE	(CORR 1210 @0.15 PER PG)	\$181.50
11/16/2001	RE	Reproduction Expense. [E101]	\$25.05
11/16/2001	SO	Secretarial Overtime--Charmaine Miller	\$36.22
11/16/2001	SO	Secretarial Overtime--Charlotte Neuberger	\$10.84
11/18/2001	PO	Postage [E108]	\$134.25
11/19/2001	FX	Fax Transmittal. [E104]	\$231.00
11/19/2001	RE	(CORR 1027 @0.15 PER PG)	\$154.05
11/19/2001	RE	(CORR 904 @0.15 PER PG)	\$135.60
11/20/2001	FX	(CORR 5 @1.00 PER PG)	\$5.00
11/20/2001	IOM	In office meal--Grotto's Pizza [E111]	\$62.60
11/20/2001	RE	(CORR 42 @0.15 PER PG)	\$6.30
11/20/2001	RE	(CORR 191 @0.15 PER PG)	\$28.65
11/20/2001	RE	(CORR 1019 @0.15 PER PG)	\$152.85
11/20/2001	RE	(CORR 116 @0.15 PER PG)	\$17.40
11/20/2001	RE	(CORR 377 @0.15 PER PG)	\$56.55
11/20/2001	RE	(CORR 11 @0.15 PER PG)	\$1.65
11/20/2001	RE	(CORR 4 @0.15 PER PG)	\$0.60

11/20/2001	RE	(CORR 41 @0.15 PER PG)	\$6.15
11/20/2001	RE	Reproduction Expense. [E101]	\$137.25
11/20/2001	RE	Reproduction Expense. [E101]	\$39.00
11/20/2001	SO	Secretarial Overtime--Vanessa Preston	\$86.45
11/21/2001	FX	Fax Transmittal. [E104]	\$2.00
11/21/2001	IOM	In office meal--The Greenery [E111]	\$158.48
11/21/2001	RE	(CORR 391 @0.15 PER PG)	\$58.65
11/21/2001	RE	(CORR 342 @0.15 PER PG)	\$51.30
11/21/2001	RE	(CORR 29 @0.15 PER PG)	\$4.35
11/21/2001	RE	(CORR 1531 @0.15 PER PG)	\$229.65
11/21/2001	RE	(CORR 3342 @0.15 PER PG)	\$501.30
11/21/2001	SO	Secretarial Overtime--Vanessa Preston	\$43.23
11/21/2001	WL	Westlaw - Legal Research [E106]	\$282.80
11/26/2001	RE	(CORR 441 @0.15 PER PG)	\$66.15
11/26/2001	RE	(CORR 1182 @0.15 PER PG)	\$177.30
11/26/2001	RE	(CORR 244 @0.15 PER PG)	\$36.60
11/26/2001	RE	(CORR 23 @0.15 PER PG)	\$3.45
11/26/2001	RE	(CORR 2190 @0.15 PER PG)	\$328.50
11/26/2001	RE	(CORR 225 @0.15 PER PG)	\$33.75
11/26/2001	RE	(CORR 80 @0.15 PER PG)	\$12.00
11/26/2001	RE	(CORR 25 @0.15 PER PG)	\$3.75
11/26/2001	SO	Secretarial Overtime--Vanessa Preston	\$43.23
11/27/2001	RE	(CORR 286 @0.15 PER PG)	\$42.90
11/27/2001	RE	(CORR 112 @0.15 PER PG)	\$16.80
11/27/2001	RE	(CORR 195 @0.15 PER PG)	\$29.25
11/28/2001	FX	(AGR 3 @1.00 PER PG)	\$3.00
11/28/2001	RE	(CORR 236 @0.15 PER PG)	\$35.40
11/28/2001	RE	(CORR 1169 @0.15 PER PG)	\$175.35
11/28/2001	RE	(CORR 548 @0.15 PER PG)	\$82.20
11/28/2001	RE	(CORR 738 @0.15 PER PG)	\$110.70
11/28/2001	RE	(CORR 175 @0.15 PER PG)	\$26.25
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	FX	(AGR 7 @1.00 PER PG)	\$7.00
11/29/2001	RE	(CORR 242 @0.15 PER PG)	\$36.30
11/29/2001	RE	(CORR 382 @0.15 PER PG)	\$57.30
11/29/2001	RE	(CORR 417 @0.15 PER PG)	\$62.55
11/29/2001	RE	(CORR 4850 @0.15 PER PG)	\$727.50
11/29/2001	RE	(CORR 721 @0.15 PER PG)	\$108.15
11/29/2001	RE	Reproduction Expense. [E101]	\$4.50
11/29/2001	SO	Secretarial Overtime--Vanessa Preston	\$40.34
11/29/2001	TR	Transcript--Wilcox & Fetzer [E116]	\$62.50
11/30/2001	RE	(CORR 3153 @0.15 PER PG)	\$472.95
11/30/2001	RE	(CORR 479 @0.15 PER PG)	\$71.85
11/30/2001	RE	(CORR 1470 @0.15 PER PG)	\$220.50
11/30/2001	RE	(CORR 343 @0.15 PER PG)	\$51.45
11/30/2001	RE	(CORR 649 @0.15 PER PG)	\$97.35
11/30/2001	RE	(CORR 735 @0.15 PER PG)	\$110.25
11/30/2001	RE	(CORR 98 @0.15 PER PG)	\$14.70

Total Expenses:**\$22,398.11**

Summary:

Total professional services	\$39,991.50
Total expenses	\$22,398.11
Net current charges	\$62,389.61
Net balance forward	\$54,875.32
Total balance now due	\$117,264.93

Billing Summary

AMT	Tabor, April M.	1.40	\$50.00	\$70.00
CMS	Shaeffer, Christina M.	1.30	\$40.00	\$52.00
DCC	Crossan, Donna C.	22.30	\$55.00	\$1,226.50
DWC	Carickhoff, David W	49.20	\$280.00	\$13,776.00
HDM	Martin, Helen D.	3.60	\$60.00	\$216.00
HRR	Rafatjoo, Hamid R.	10.90	\$330.00	\$3,597.00
JMG	Griffith, Jason M.	0.50	\$40.00	\$20.00
LAG	Gilbert, Laurie A.	2.80	\$125.00	\$350.00
LDJ	Jones, Laura Davis	5.30	\$550.00	\$2,915.00
MRS	Seidl, Michael R.	0.50	\$305.00	\$152.50
PEC	Cuniff, Patricia E.	143.10	\$110.00	\$15,741.00
PJD	Duhig, Peter J.	0.10	\$225.00	\$22.50
RMO	Olivere, Rita M.	4.30	\$55.00	\$236.50
RSL	Lowy, Rachel S.	2.40	\$260.00	\$624.00
SLP	Pitman, L. Sheryle	13.30	\$50.00	\$665.00
TMO	O'Brien, Timothy M.	0.50	\$105.00	\$52.50
VEM	Mobley, Violet E.	5.50	\$50.00	\$275.00
		267.00		\$39,991.50

Task Code Summary

		Hours	Amount
BL	BANKRUPTCY LITIGATION [L430]	10.60	\$2,281.00
CA	CASE ADMINISTRATION [B110]	157.10	\$18,182.50
CO	CLAIMS ADMIN/OBJECTIONS [B310]	22.90	\$5,870.50
CP	COMPENSATION PROF. [B160]	55.00	\$9,672.50
EB	EMPLOYEE BENEFIT/PENSION- B220	0.90	\$252.00
EC	EXECUTORIAL CONTRACTS [B185]	3.60	\$601.00
FF	FINANCIAL FILINGS [B110]	5.50	\$693.00
LN	LITIGATION (NON-BANKRUPTCY)	0.80	\$264.00
OP	OPERATIONS [B210]	0.80	\$118.00
PD	PLAN & DISCLOSURE STMT. [B320]	0.80	\$88.00
RP	RETENTION OF PROF. [B160]	2.70	\$518.00
SL	STAY LITIGATION [B140]	6.30	\$1,451.00
		267.00	\$39,991.50

Expense Code Summary

Auto Travel Expense [E109]	\$64.40
Delivery/Courier Service	\$3,020.76
DHL- Worldwide Express	\$1,744.84
Federal Express [E108]	\$745.65
Fax Transmittal. [E104]	\$1,159.00
FX-(CORR. 1 @ 1.00 PER PG) [E1]	\$6.00
Working Meals[e111]	\$358.56
Postage [E108]	\$385.63
Reproduction Expense. [E101]	\$13,914.00
Overtime	\$620.97
Transcript [E116]	\$95.50
Westlaw - Legal Research [E106]	\$282.80
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	\$22,398.11